
HOUSE COMMITTEE AMENDMENTS

Amendments proposed by House Committee on Commerce to Original House Bill No. 1178
by Representative Leger

AMENDMENT NO. 1

On page 1, delete lines 14 and 15 in their entirety and inset in lieu thereof the following:

"CHAPTER 27. BENEFIT CORPORATIONS
PART I. PRELIMINARY PROVISIONS"

AMENDMENT NO. 2

On page 2, at the beginning of line 14, insert "A."

AMENDMENT NO. 3

On page 2, between lines 16 and 17, insert the following:

"(1) "Affiliate" means, in relation to a person, a subsidiary of the
person or an entity which owns beneficially or of record majority of the
outstanding equity interests of the person."

AMENDMENT NO. 4

On page 2, line 17, change "(1)" to "(2)"

AMENDMENT NO. 5

On page 2, line 20, change "(2)" to "(3)"

AMENDMENT NO. 6

On page 2, line 22, change "(3)" to "(4)"

AMENDMENT NO. 7

On page 2, line 28, change "(4)" to "(5)"

AMENDMENT NO. 8

On page 3, line 1, change "(5)" to "(6)"

AMENDMENT NO. 9

On page 3, line 4, change "(6)" to "(7)"

AMENDMENT NO. 10

On page 3, line 6, change "(7)" to "(8)"

AMENDMENT NO. 11

On page 3, at the end of line 8, after "employee" insert a comma "," and delete "other"

1 AMENDMENT NO. 12

2 On page 3, delete line 9 in its entirety and insert in lieu thereof "officer, or director of the
3 benefit corporation, or an affiliate of the benefit"

4 AMENDMENT NO. 13

5 On page 3, delete lines 12 and 13 in their entirety and insert in lieu thereof the following:
6 "three years, an employee, officer, or director of the benefit corporation, or an affiliate of the
7 benefit corporation."

8 AMENDMENT NO. 14

9 On page 3, delete lines 15 and 16 in their entirety and insert in lieu thereof the following:
10 "outstanding shares of the benefit corporation by either the person"

11 AMENDMENT NO. 15

12 On page 3, line 17, change "association" to "entity"

13 AMENDMENT NO. 16

14 On page 3, delete lines 20 through 27 in their entirety and insert in lieu thereof the following:

15 "(9) "Minimum vote" means the approval by holders of two-thirds
16 of the shares present and voting of each class or series and any other approval
17 or vote required under the Business Corporation Law or the articles."

18 AMENDMENT NO. 17

19 On page 4, delete lines 1 through 10 in their entirety

20 AMENDMENT NO. 18

21 On page 4, line 11, change "(9)" to "(10)"

22 AMENDMENT NO. 19

23 On page 4, delete lines 12 through 15 in their entirety and insert in lieu thereof the following:

24 "(a) Serving low-income or underserved individuals or communities.
25 (b) Promoting economic opportunity for low-income or underserved
26 individuals or communities."

27 AMENDMENT NO. 20

28 On page 4, line 16, between "environment" and the period "." insert "or other environmental
29 impact"

30 AMENDMENT NO. 21

31 On page 4, delete lines 19 through 20 in their entirety and insert in lieu thereof the following:

32 "(f) Increasing the flow of capital to entities with a purpose listed in
33 this Paragraph.
34 (g) Historic preservation.
35 (h) Urban beautification."

1 AMENDMENT NO. 222 On page 4, line 21, change "(10)" to "(11)"3 AMENDMENT NO. 234 On page 4, delete lines 23 and 24 in their entirety and insert in lieu thereof "interests."5 AMENDMENT NO. 246 On page 4, line 25, change "(11)" to "(12)"7 AMENDMENT NO. 258 On page 4, line 26, delete "social and environmental" and insert in lieu thereof "public
9 benefit"10 AMENDMENT NO. 2611 On page 4, line 28, change "business" to "corporation"12 AMENDMENT NO. 2713 On page 4, line 29, after "upon the" delete the remainder of the line and insert in lieu thereof
14 "specific public benefit specified in the articles."15 AMENDMENT NO. 28

16 On page 5, delete lines 1 through 17 in their entirety

17 AMENDMENT NO. 29

18 On page 5, delete line 18 in its entirety and insert in lieu thereof the following:

19 "(b) Transparent because the following information about the standard is publicly"20 AMENDMENT NO. 30

21 On page 5, delete line 20 in its entirety

22 AMENDMENT NO. 3123 On page 5, line 21, change "(aa)" to "(i)"24 AMENDMENT NO. 3225 On page 5, line 23, change "(bb)" to "(ii)"26 AMENDMENT NO. 33

27 On page 5, delete line 24 in its entirety

28 AMENDMENT NO. 3429 On page 5, line 25, change "(aa)" to "(iii)"30 AMENDMENT NO. 3531 On page 5, line 28, change "(bb)" to "(iv)"

1 AMENDMENT NO. 36

2 On page 6, line 1, change "cc" to "v"

3 AMENDMENT NO. 37

4 On page 6, delete lines 4 through 15, and insert in lieu thereof the following:

5 "B. Terms not otherwise defined in Subsection A of this Section shall
6 have the meanings given to them in the Business Corporation Law.

7 C. For purposes of the definitions in this Section, a percentage of
8 ownership in an entity shall be calculated as if all outstanding rights to
9 acquire equity interests in the association have been exercised.

10 §1804. Election of status; corporate name

11 A. A business corporation incorporated in accordance with R.S.
12 12:21 et seq. may elect to be a benefit corporation under this Chapter by
13 stating in its articles that it is a benefit corporation subject to this Chapter.

14 B. Any amendment to the articles of an existing business corporation
15 to add a statement that it is a benefit corporation subject to this Chapter shall
16 be adopted by at least the minimum vote. The notice of the meeting of
17 shareholders to approve the amendment shall specifically state the public
18 benefits to be included in the purposes of the benefit corporation and shall
19 explain the anticipated impact on shareholders of becoming a benefit
20 corporation."

21 AMENDMENT NO. 38

22 On page 6, line 16, change "B." to "C."

23 AMENDMENT NO. 39

24 On page 6, line 20, delete "status"

25 AMENDMENT NO. 40

26 On page 6, between lines 20 and 21, insert the following:

27 "D. The corporate name of a benefit corporation shall end with the following phrase,
28 which may be in parentheses, "A Benefit Corporation". "

29 AMENDMENT NO. 41

30 On page 6, line 21, change "§1806." to "§1805."

31 AMENDMENT NO. 42

32 On page 6, line 25, delete "status"

33 AMENDMENT NO. 43

34 On page 6, delete line 26 in its entirety and insert in lieu thereof the following:

35 "B. If a merger, consolidation, or share exchange of a benefit corporation would
36 have the"

37 AMENDMENT NO. 44

38 On page 6, line 28, after "plan" delete the remainder of the line and insert the following:

1 "of merger, consolidation, division, or share exchange shall be adopted by at least the
2 minimum vote of the benefit corporation."

3 AMENDMENT NO. 45

4 On page 7, line 3, delete "status"

5 AMENDMENT NO. 46

6 On page 7, line 4, change "§1807." to "§1806."

7 AMENDMENT NO. 47

8 On page 7, delete line 5 and insert "PART II. CORPORATE PURPOSES"

9 AMENDMENT NO. 48

10 On page 7, line 15, change "shall be" to "is"

11 AMENDMENT NO. 49

12 On page 7, line 20, delete "status"

13 AMENDMENT NO. 50

14 On page 8, delete line 2 and insert "PART III. ACCOUNTABILITY"

15 AMENDMENT NO. 51

16 On page 8, at the end of line 3, insert "and officers"

17 AMENDMENT NO. 52

18 On page 8, line 6, after "directors" and before "of" insert "and officers"

19 AMENDMENT NO. 53

20 On page 9, line 22, after "qualifications" and before "of" insert "or duties"

21 AMENDMENT NO. 54

22 On page 9, delete lines 24 through 26 in their entirety and insert in lieu thereof the following:

23 "C. The benefit director shall be responsible for the preparation of an
24 annual benefit report submitted to shareholders as required by R.S. 12:1831.
25 The benefit director may retain an independent third party to audit the annual
26 benefit report or conduct any other assessment of the corporation's conduct
27 of its special public benefit purposes. The annual benefit report shall include
28 a statement of the benefit director, in the opinion of the benefit director, on
29 all of the following:"

30 AMENDMENT NO. 55

31 On page 11, delete lines 18 through 26 in their entirety and insert in lieu thereof the
32 following:

33 "A. The duties of directors and officers under this Chapter and the
34 specific public benefit purposes of a benefit corporation may be enforced
35 only under this Chapter, except in accordance with this Section, in a benefit

1 enforcement proceeding, and no person shall bring an action or assert a claim
2 against a benefit corporation."

3 AMENDMENT NO. 56

4 On page 11, at the beginning of line 27, change "C." to "B."

5 AMENDMENT NO. 57

6 On page 12, delete lines 2 through 5 in their entirety and insert in lieu thereof the following:

7 "(2) A benefit director."

8 AMENDMENT NO. 58

9 On page 12, line 6, change "(4)" to "(3)"

10 AMENDMENT NO. 59

11 On page 12, delete line 9 and insert "PART IV. TRANSPARENCY"

12 AMENDMENT NO. 60

13 On page 12, line 11, delete "prepare" and insert in lieu thereof "deliver to each shareholder"

14 AMENDMENT NO. 61

15 On page 12, line 24, delete "social and environmental" and insert in lieu thereof "public
16 benefit purpose"

17 AMENDMENT NO. 62

18 On page 13, delete lines 6 and 7 in their entirety and insert in lieu there of "outstanding
19 shares of the benefit corporation."